

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF ALABAMA
NORTHERN DIVISION**

GOFF GROUP, INC., et al.,

Plaintiffs,

v.

PHOENIX-DURANGO, LLC, et al.,

Defendants,

v.

GOFF GROUP, INC., et al.,

Counterclaim Defendants.

2006 JUN 27 A 10:47

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* DEBRA P. HACKETT, CLK
* U.S. DISTRICT COURT
* MIDDLE DISTRICT ALA
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* **CIVIL ACTION NO.**
* **CV-2006-00389-SRW**
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ANSWER OF AAA GROUNDSKEEPERS, LLC

COMES NOW AAA GROUNDSKEEPERS, LLC, one of the Counterclaim Defendants in this matter, and answers the Counterclaim of Phoenix Durango, LLC, as follows:

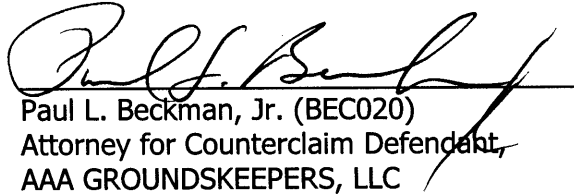
1. AAA GROUNDSKEEPERS, LLC admits that it is an Alabama corporation with its principal place of business in Alabama.

2. AAA GROUNDSKEEPERS, LLC admits that it holds a judgment lien against, among others, John Goff and Goff Group, Inc., the Plaintiffs in this matter.

3. AAA GROUNDSKEEPERS, LLC admits that if Phoenix-Durango succeeds on its claim of judicial foreclosure that AAA GROUNDSKEEPERS, LLC is entitled to receive any proceeds that might be available to it according to its level of seniority with respect to any other lien holders.

4. None of the other allegations in the Counterclaim are directed toward AAA GROUNDSKEEPERS, LLC and, therefore, no response appears to be required from AAA GROUNDSKEEPERS, LLC as to those additional allegations. To the extent that any such response is, indeed, required, AAA GROUNDSKEEPERS, LLC is without sufficient information to admit or deny such allegations and demands strict proof thereof.

RESPECTFULLY SUBMITTED this the 26th day of June, 2006.


Paul L. Beckman, Jr. (BEC020)
Attorney for Counterclaim Defendant,
AAA GROUNDSKEEPERS, LLC

OF COUNSEL:
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CERTIFICATE OF SERVICE

I hereby certify on this the 26th day of June, 2006 that I have electronically filed the foregoing with the Clerk of the Court using the CM/ECF System which I will send notification of such filing to the following:

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AND I hereby certify that I have mailed by United States Postal Service the documents to the following non-CM/ECF participants:

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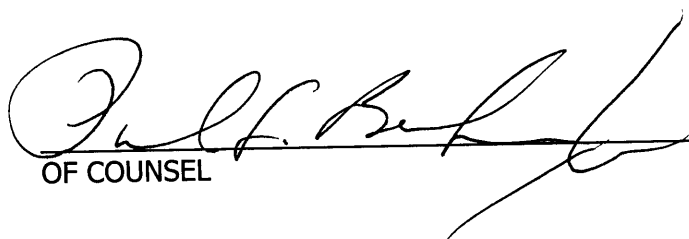
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